THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1493. FILED, OCTOBER 17th, 1966.



GRADORE MINES LIMITED,

Incorporated under the laws of the Province of Ontario by letters patent dated January 19, 1951, as Yukeno Mines Limited. Name changed by supplementary letters patent dated March 4th, 1966.

Reference is made to previous Filing Statement No. 1395.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

Brief statement of the material change in the affairs of the company in respect of which this statement is filed.		 (a) Acquisition of 22 unpatented mining claims located in Shedden Township, Sudbury Mining Division, Ontario (see item 11). (b) Underwriting and option agreement covering treasur shares (see item 6). 		
3.	Names, addresses and chief occupa- tions for the past five years of present or proposed officers and directors.	*President and a director	Michael W. Kovach Barrister and Solicitor 100 Coe Hill Drive Toronto,Ontario	
		Vice-President and a director	James E.Ryan Insurance Broker 68 Yonge Street Toronto 1,0ntario	
		Secretary- Treasurer and a director	John A. Sproule Barrister and Solicitor 1 Hexham Drive Scarborough, Ontario	
		D1rector	Geoffrey F. Wilcox Professional Engineer R. R. No. 1 Richmond Hill, Ontario	
	the same to the same	Director	E. George Reade Executive R. R. No. 3 King, Ontario	
		or the Company	1966, Mr. Kovach was elected President replacing E. George Reade who tor of the Company.	
4.	Share capitalization showing authorized and issued and outstanding capital.	each	2,858 shares of the par value of \$1.00	
5.	Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil		
6	Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By an agreement dated the 3rd day of October, 1966, and made between the Company and Waite, Reid and Company Limited, 200 Bay Street, Toronto, Ontario (the underwriter-optionee) acting for and on behalf of its clients M. Kovach Investments Limited, 60 Yonge Street, Toronto,Ontario, as to an 86-2/3% interest and Everett Langendoen, 30 Joanna Drive, St. Catharines,Ontario, as to the remaining 13-1/3% interest, has agreed to purchase 150,000 shares in the capital of the Company at the price of 35 cents per share payable forthwith upon the effective date. In consideration of such firm purchase the Company has granted to the Underwriter-Optionee, acting as aforesaid, an option to purchase a further 75,000 shares in the capital of the Company at the price of 40 cents per share exercisable in whole or in part within three months of the effective date. The effective date is defined in the said agreement as the business day next following acceptance for filing of notice of this transaction by the Toronto Stock Exchange, the Canadian Stock Exchange and the Vancouver Stock Exchange.		

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof. The only person owning a greater than 5% interest in M. Kovach Investments Limited is Mignae 4. Kovach, the President of the Company, 100 Coe Hill Drive, Toronto, Ontario.

Everett Langendoen, 30 Joanna Drive, St. Catharines, Ontario, is engaged in the building construction business in the St. Catharines area and is the principal shareholder of Heritage Construction Limited, St. Catharines, Ontario.

 Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition. None

 Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any. Within the next two weeks the Company intends to commence a preliminary exploration program covering the group of 22 unpatented mining claims located in the Township of Shedden, Ontario (see Item 11), in accordance with the recommendations of A. S. Bayne, P.Eng., as set forth in his Report dated September 6,1966, 'accompanying and forming part of this filing statement, that is to say:-

1. Line Cutting:
 (Base Line, from Post 2 of S.116477
 to Post 4 of S.116474, 1 lineal mile).

(Grid Lines at 100 ft. intervals crossing base line at 90 deg., pickets chained at 100-ft. intervals; 21 lineal miles).

Total Line-Grid (22 lineal miles @ \$100.00 per mile)--- \$ 2,200.00

- 2. Geological and Geophysical detail, (20 miles @ \$250.00 per mile) ----- 5,000.00
- 3. Preliminary Diamond-Drilling, (2,000 feet @ \$6.00 per foot)- 12,000.00
- 4. Supervision and General Expense ---- 5,800.00

TOTAL ESTIMATED COST OF PRELIMINARY EXPLORATION:

\$25,000.00

This program will be budgeted over the next three months approximately, concurrently in accordance with results obtained from the successive stages of work.

When the results of the exploration program carried out on the Company's James Bay Lowlands mining claims have been analyzed and reported upon by the Company's engineer, such further work as may be recommended will be carried out providing sufficient funds are available (see Item 10).

Other than aforesaid no funds will be expended without prior notice to the Toronto Stock Exchange.

 Brief statement of company's chief development work during past year. Since the date of the Company's last filing statement an exploration program, including linecutting and geophysical, magnetometer and electro-magnetic surveys has been carried out on the Company's James Bay Lowlands mining claims. To date approximately \$25,000.00 has been spent on this program and it is estimated that a further \$5,000.00 will be required to finish this program.

 Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid. By an agreement dated the 31st day of August, 1966, and made between the Company and Gordon Leliever, 62 Suburban Drive, Streetsville,Ontario, the Company agreed to purchase a group of 22 unpatented mining claims located in the Township of Shedden in the Sudbury Mining Division of the Province of Ontario, at and for the consideration of \$10,000 and 50,000 fully paid and non-assessable shares in the capital of the Company. The said consideration is payable on the effective date defined in the said agreement as the third business day next following acceptance for filing of notice of this transaction by the Toronto Stock Exchange, the Canadian Stock Exchange and the Vancouver Stock Exchange.

FINANCIAL STATEMENTS

GRADORE MINES LIMITED

(Incorporated under the laws of the Province of Ontario)

INTERIM BALANCE SHEET

September 30, 1966

A			

Current Assets		
Cash	\$ 31,974	
Prepaid expense	4,000	
Loan receivable	1,200	
Note receivable	4,600	\$ 41,774
	and the state of t	4
Mining Claims		
Unpatented claims in the Porcupine, Larder		
Lake and Sudbury Mining Divisions at the		
value placed upon 112,500 shares of the		
company's capital stock issued therefor,		
plus \$33,400.00 cash		44,650
Other Assets and Deferred Expenditures		
Shares in another mining company at nominal		
value	ş 1	
Equipment and office furniture	1,106	
Exploration and administrative expense	109,829	110,936
		\$197,360
LIABILITIES		
Current Liabilities		
Accounts payable		\$ 2,273
SHAREHOLDERS' EQUITY		
Capital Stock		
Authorized - 5,000,000 shares of \$1.00 par	value	
Issued - 1,632.858 shares	\$ 1,632,858	
Less discount on shares	346,912	
	\$ 1,285,946	
Deficit	1,090.859	\$195,087
APPROVED ON BEHALF OF THE BOARD.		\$197,360

Director House

at telle force

GRADORE MINES LIMITED

INTERIM STATEMENT OF DEFERRED EXPLORATION AND ADMINISTRATION EXPENDITURES

FOR THE TEN MONTHS ENDED SEPTEMBER 30, 1966

Deferred exploration and administrative		
expenditures December 1, 1965		\$ 54,068
Exploration		
Recording fees and expenses	\$ 3,530	
Geophysical surveys	25,542	
Engineering fees and expenses	1,788	
	\$ 30,860	
Administrative		
n / / / / / / / / / / / / / / / / / / /		
Registrar and transfer agents' fees and	A 14 CCO	
other share issue expenses	\$ 14,660	
Shareholders information and annual	4 400	
meeting expenses	4,498	
Stock exchange fees	2,811	
Legal fees	5,501	
Outside exploration and prospecting expenses		
Secretarial services and office expenses	4,326	
Office rent	1,100	
Telephone	1,835	
Public relations expense	1,503	
Accounting and audit fees	1,212	
Travel	1,836	
Interest expense	800	
Directors fees	750	
Bank charges	156	
	\$ 44,450	\$ 75,310
		\$129,378
Deduct - Exploration expenditures written off		
on claims abandoned		19,549
of ordino domination		- minking and
Balance deterred September 30, 1966		\$109,829
Datance document bugins		Acres Value

GRADORE MINES LIMITED

INTERIM STATEMENT OF DEFICIT

FOR THE TEN MONTHS ENDED SEPTEMBER 30, 1966

Balance December 1, 1965	\$ 2,546,876
Add - Cost of mining claims and exploration expenditures written off \$ 79,425 Reorganization expenses 4,110	83,535 \$ 2,630,411
Less - Reduction of issued capital on reorganization \$ 4,396,133 Less - Discount on shares 2,856,581	1,539,552
Balance September 30, 1966	\$ 1,090,859

GRADORE MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE TEN MONTHS ENDED SEPTEMBER 30, 1966

Current assets Current liabilities Working Capital - December 1, 1965 Current assets Current liabilities Current liabilities 1, 1965 2, 273 \$ 39,501 Working Capital - December 1, 1965 Current assets \$ 16,201 4,487 \$ 11,714 Increase in working capital Source of Funds Proceeds from issue of 333,825 common shares \$ 166,913
Working Capital - December 1, 1965 Current assets \$ 16,201 Current liabilities 4,487 \$ 11,714 Increase in working capital \$ 27,787 Source of Funds
Current assets Current liabilities \$ 16,201 4,487 \$ 11,714 Increase in working capital Source of Funds
Current assets Current liabilities \$ 16,201 4,487 \$ 11,714 Increase in working capital Source of Funds
Current liabilities 4,487 \$ 11,714 Increase in working capital \$ 27,787 Source of Funds
Increase in working capital \$ 27,787 Source of Funds
Source of Funds
Source of Funds
Proceeds from issue of 333,825 common shares \$166,913
Less - Application
Purchase of 288 mining claims \$ 57,600
Reorganization expenses 4,110
Equipment and office furniture 1,106
Staking expenses 1,000
Exploration and development 30,860
Administrative 44,450 \$139,126
Increase in working capital \$ 27,787

APPROVED ON BEHALF OF THE BOARD

Director

Director Conference

ENGINEER'S REPORT

NOTE: The following are excerpts from a report by A.S. Bayne, P.Eng., dated September 6th, 1966, on mining claims located in Shedden Township, Sudbury Mining District, District of Algoma, Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

PROPERTY HOLDINGS

The holdings consist of 22 unpatented contiguous mining claims, comprising approximately 880 acres, being parts of Lots 7 to 10, inclusive, Concession IV., in the morthwest-central part of Shedden Township, Sudbury Mining Division, District of Algoma, Ontario, Canada.

The claims form an irregular block, 1-1/4 miles from east to west by 1/2 mile to 1 mile deep from north to south. They are numbered as follows: -

my assembly as	Claim Numbers		No. of Claims
9.116474 -t	0- 3.116479	inclusive	6
S.121824 -t	o- S.121827	inclusive	4
S.131023 -t	o- 8.131030	inclusive	8
9.120697 -t	o- S.120700	inclusive	4
TOTAL NUMBER			22

LOCATION AND ACCESS

The northwest corner of the property lies about 14 miles southeast of Elliot Lake. It is 2 miles north of Highway 17, which is the Sudbury-Sault Ste Marie link of the Trans-Canada Highway, at a point about 70 miles west of Sudbury. Spanish station is at the highway at this point, and is also on the main line of the Canadian Pacific Railway, about 70 miles west of Sudbury and 314 miles northwest of the city of Torento.

An improved road extends north of Highway 17, passing west of Walford Lake to within 1-1/2 miles of the east boundary of the property.

Seaplane service can be obtained either from Sudbury, or from Algoma Mills, 18 miles southwesterly, landing on Shedden Lake, within 1/4 mile of the west end of the property. Shedden Lake can also be reached by boat via the Serpent River, at a point on Highway 17 about 8-1/2 miles west of Spanish station.

LABOUR - SUPPLIES - POWER

Labour and supplies are available in the area and from the cities of Sudbury and Sault Ste Marie.

There is ample hydro-electric power available within the immediate area close to the property.

The lakes and streams on and adjacent to the property will supply adequate fresh water for community and industrial purposes.

There are stands of timber on and near the property suitable for some mining purposes.

RECOMMENDATIONS

- 1. It is recommended that the greater part of the preliminary exploration work be concentrated on the 6-claim, 240-acre block just east of Black Lake, and comprised of claims Nos. S.116474 -to- S.116479, inclusive.
- 2. The work should include cutting and chaining a locational line-grid, detailed geological mapping and geophysical prospecting, together with 2,000 feet of AXT, (1-1/4-inch), core diamond-drilling.

Diamond-drilling should be started as soon as lines are established, to provide basic data for the geological and geophysical studies. The 2000-foot budget provides plans for drilling either four cross-sections of two holes or eight single-hole cross-sections along the 300-foot strike-length at the main showing on Claim No. 116476. A two-hole section would have a 45-degree dip hole 200 feet long and a 60-degree hole from the same set-up, 300 feet long, the holes being collared 50 feet west of the showing and drilled on a bearing of N.45 E. After the first couple of holes are drilled at the south end of the showing, it may be found advisable to drill single-hole sections at closer intervals along strike. The drill plan should be followed systematically, but may be varied in accordance with findings in successive holes.

3. If the result of the preliminary exploration successfully warrants further work, an additional \$ 50,000.00 to \$ 100,000.00 will be required within from 3 to 5 months of the start of operations, to expand surface exploration over the remaining claims and to more conclusively drill the mineral deposits.

ESTIMATE OF COST

Following is an estimate of the preliminary exploratory work. This expenditure should be budgeted over the next three months, concurrently in accordance with results abtained from the successive stages of work.

1	Total Line-Grid (22 lineal miles @ \$100.00 per mile)	2,200.00
2. 0	Geological and Geophysical detail, (20 miles @ \$250.00 per mile)-	5,000.00
3. 1	Preliminary Diamond-Drilling, (2,000 feet @ \$6.00 per foot)	
4. 8	Supervision and General Expense	
TOT	AL ESTIMATED COST OF PRELIMINARY EXPLORATION:	25 000 00

Following is an approximate estimate of the cost of continuing exploration, as warranted by the results of work completed during the preliminary exploratory work. This phase of the work includes expanding the surface geological and geophysical studies over the remaining 16 claims, and carrying out confirmatory drilling on all possible favourable locations.

1. LINE OUTTING: (on 16 claims)

58 lineal miles @ \$100.00 /mile	\$5,800.00
2. Geological and Geophysical detail	10,000.00
3. Dismond-Drilling: (10,000 feet @ \$6.00/ft)	60,000.00
4. Supervision and General Expense, including contingency	24,200.00
TOTAL ESTIMATED COST OF CONTINUING EXPLORATION	\$100,000.00

Mote:- With a single diamond-drill, this program would take from 7 %0 8 months.

CERTIFICATE

I, Arthur Stewart Bayne, residing at 45 Strathallan Boulevard, Toronto 12,
Ontario, Canada, do hereby certify as follows: --

- I am a Consulting Engineer, practising under the name and style of A. S. Bayne and Company, Consulting Engineers, with offices at 80 Richmond Street West, Toronto 1, Ontario.
- I am a Bachelor of Science in Mining and Metallurgical Engineering, (Queen's University, Kingston, Ontario, 1935).
- j. I am a member in good standing of the Association of Professional Engineers of the Province of Ontario.
- 4. I have practised my profession continuously for more than 25 years.
- I have no interest, direct, indirect nor expected, in the properties or securities of Gradore Mines Limited.
- 6. This certificate is part of the attached "Report on Copper Property held by Gradere Mines Limited, Shedden Township, Sudbury Mining Division, District of Algoma, Ontario, Canada.
- 8. This report is based on :-
 - (a) My personal examination of the showings in Shedden Township described in this report, recommaissance of the surrounding area and studies of geological data pertinent to the copper property, from July 11th, 1966, to date.
 - (b) Reference to and studies of geological maps and reports published by the Ontario Department of Mines, described in the text of this report.
 - (c) Full cognizance of the facts.

Signed at Toronto, in the County of York, this 6th day of September, 1966.

A. S. Bayon

Dominion of Canada | In the Matter of PROVINCE OF ONTARIO 22 unpatented Mining Claims located in the Township of Shedden, Ontario, and the sale thereof to Gradore Mines Limited. OF YORK COUNTY TO WIT: I, ALAN BROWN of the Township in the County of York, Etobicoke Prospector, DO SOLEMNLY DECLARE THAT 1. Pursuant to-an agreement dated August 31,1966, and made between Gradore Mines Limited ("Gradore") and Gordon Leliever as vendor, I am entitled to receive a 20% interest in the consideration payable by Gradore to the said Gordon Leliever. 2. No other person is entitled nor will receive any interest whatsoever in the 20% interest in the said consideration which I am entitled to receive. I am not associated either directly or indirectly with Gradore Mines Limited and/or any of its officers or directors. AND I make this solemn Declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath, and by virtue of "The Canada Evidence Act." DECLARED before me at the City of Toronto in the County York 14th day of October A.D. 19 66 A Commissioner, etc. PROVINCE OF ONTARIO) IN THE MATTER OF 22 unpatented mining claims located in the Township of Shedden, Ontario and the sale thereof to Gradore Mines Limited COUNTY YORK OF TO WIT: GORDON LELIEVER, of the Town of Streetsville, in the County of Peel, MAKE OATH AND SAY AS FOLLOWS: THAT I am the vendor of 22 unpatented mining claims located in the Township of Shedden, Ontario, to Gradore Mines Limited pursuant to an agreement dated August 31, 1966. The said mining claims have been properly located, staked and recorded and are in good standing in every respect in accordance with the laws of the Province of Ontario. The consideration payable by Gradore Mines Limited for the said mining claims is the sum of \$10,000 and 50,000 free shares in the capital of the Company. The only other person to receive any interest whatsoever in the consideration payable by the Company for the said mining claims is Alan Brown, 151, The West Mall Drive, Etobicoke, Ontario. who shall be entitled to a 20% interest 4. in such consideration. This is an arm's length transaction and I am not associated either directly or indirectly with Gradore Mines Limited and/or any of its officers or directors. SWORN BEFORE ME at the City of Toronto, in

A Commissioner Etc.

1- Cella

Gordon Leliever

the County of York,

1966 .

this 31st day of August,

12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Other than the vendor aforementioned the only person who will receive a greater than 5% interest in the consideration payable by the Company for the mining claims set forth in item 11 hereof is Mr. Alan Brown, 151 The West Mall Drive, Etobicoke, Ontario, who by agreement with the said vendor is entitled to a 20% interest in such consideration.
13. Number of shares held in escrow or in pool and a brief statement of the	No. of Escrow Releases Shares Agent required
terms of escrow or the pooling agree- ment.	54,000 Guaranty Trust Toronto and Company of Canadian Stock Canada Exchanges
	180,000 Guaranty Trust Toronto, Vancouvel Company of and Canadian Canada Stock Exchanges
	234,000 shares
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Geoffrey F. Wilcox - 54,000 escrowed R. R. No. 1 Richmond Hill, Ontario Carl A.Wuest - 180,000 escrowed Suite 342 17 Queen St. East, Toronto, Ontario
 Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are 	Carl A. Wuest 17 Queen Street East Toronto,Ontario 193,000 shares (180,000 escrowed)
registered in names of nominees or in street names, give names of benefi- cial owners, if possible, and if names are not those of beneficial	Draper Dobie & Company 143,600 shares Limited, 25 Adelaide St.West, Toronto, Ontario
awners, so state.	J. L. Goad & Co. 108,600 shares 7 King Street East, Toronto,Ontario
	Geoffrey F.Wilcox 54,000 escrowed R. R. No. 1 shares Richmond Hill,Ontario
	Davidson & Company 51,580 shares 25 Adelaide St.West Toronto,Ontario
	The Company has no knowledge of beneficial ownership of the above shares registered in brokers names.
Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No one person owns a sufficient number of shares to affect control of the Company. Proxies for use at shareholders' meetings are solicited in the name of present management.
17. If assets include investments in the shares or other securities of other companies, give an itemized state- ment thereof showing cost or book value and present market value.	150,000 escrowed shares of Rio Plata Silver Mines Limited, carried on the books of the Company at the value of \$1.00 no current market value.
18. Brief statement of any lawsuits pend- ing or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material con- tract entered into by the company which is still in effect and is not disclosed in the foregoing.	The Company has entered into an agreement dated July 5th,1966, with a prospector providing for the staking of 50 mining claims for and on behalf of the Company. Pursuant to said agreement the Company has advanced to the prospector the sum of \$5,000.00, being the full consideration payable by the Company under the said agreement. The agreement provides that titles to the mining claims are to be delivered to the Company within 110 days of the date of the said agreement.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. The shares mentioned in Item 6 hereof when taken down and paid for will be in the course of primary distribution to the public.
	The voting trust agreement whereby Carl A. Wuest agreed to give his proxy to the present board of directors for the period of one year from March 4th,1966, remains in full force and effect.

DATED October 3rd 1966

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GRADORE MINES LIMITED

"M.W. Kovach"

LIMITED

"M.W. Kovach"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are nor within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Outario Securities Commission or a corresponding body.)

WAITE, REID AND COMPANY LIMITED

"N. Hurwitz